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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

September 19, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Lease, dated as of September 14, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is the final termination of the Equipment Lease, as supplemented, previously filed with the Commission under Recordation Numbers 17816 and 17816-A.

The name and address of the party to the enclosed document are:

Lessor: The Bank of New York (successor to U.S. Trust
Company of California)
101 Barclay Street
New York, NY 10286

[Lessee: Union Pacific Railroad Company (successor in
interest to The Denver and Rio Grande Western
Railroad Company
1416 Dodge Street
Omaha, NE 68179]

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A description of the railroad equipment covered by the enclosed document is:

All locomotives and railcars identified in Schedules B, C and G attached to the Lease.

A short summary of the document to appear in the index is:

Notice of Termination of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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NOTICE OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, THE BANK OF NEW YORK, not in its individual capacity but solely as Owner Trustee, successor in interest to U.S. TRUST COMPANY OF CALIFORNIA, N.A. acting in the same capacity ("Lessor"), publishes this notice that the Equipment Lease, dated as of June 1, 1992, as subsequently amended or modified (the "Lease"), between Lessor and UNION PACIFIC RAILROAD COMPANY, successor in interest to The Denver and Rio Grande Western Railroad Company ("Lessee"), has been terminated as to the remaining three categories of locomotives and railcars (the Lease in respect of nine such categories previously having been terminated in part) - in particular, the locomotives and railcars listed in Categories B, C and G as stated in the documents on file at the Surface Transportation Board described in the paragraph below. With such termination, the Lease has been terminated.

The lease was originally filed with the Surface Transportation Board on June 18, 1992 under Recordation Number 17816, with subsequent Amendments filed under Recordation No. 17816-A and Recordation No. 17816-B.

IN WITNESS WHEREOF, THE BANK OF NEW YORK has caused this instrument to be executed by its officer thereunto duly authorized this 14th day of September, 2007.

THE BANK OF NEW YORK, as Owner Trustee
and Lessor

By: [Signature]

Name: GEOVANNI BARRIS
VICE PRESIDENT

Title: _____

STATE OF New York)
COUNTY OF Queens) ss.

On this 14th day of September, 2007, before me appeared GEOVANNI BARRIS, to me personally known, who, being duly sworn did say that ~~he~~ she is the VICE PRESIDENT of THE BANK OF NEW YORK, and that said instrument was signed on behalf of said corporation by authority of its board of directors and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[Signature]
NOTARY PUBLIC

My Commission Expires:

CARLOS R. LUCIANO
Notary Public, State of New York
No. 41-478887
Qualified in Queens County
Commission Expires 4/30/2010

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/19/07



Robert W. Alvord